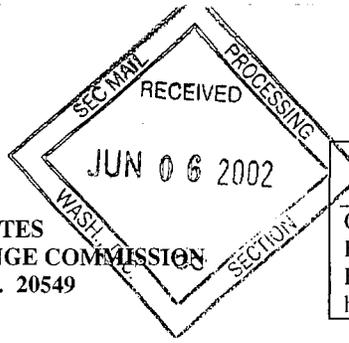


FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



OMB NUMBER: 3235-0076
Expires: November 30, 2001
Estimated average burden
hours per response 16.00

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO
REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Common Stock

1041518

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

PROCESSED

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

P JUN 13 2002
THOMSON
FINANCIAL

Extraprise Group, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

321 Summer Street, Boston, MA 02210

Telephone Number (Including Area Code)

617-314-8177

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business:

An international e-services technical consulting firm that develops solutions for internet and intranet websites.

Type of Business Organization

- corporation limited partnership, already formed other (please specify):
- business trust limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization 02 97 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

CPCA

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Marshall, Kenneth

Business or Residence Address (Number and Street, City, State, Zip Code)

321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Blundon, William

Business or Residence Address (Number and Street, City, State, Zip Code)

321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Foudray, Gregory

Business or Residence Address (Number and Street, City, State, Zip Code)

321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Shanker, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)

321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Gabler, Jennifer

Business or Residence Address (Number and Street, City, State, Zip Code)

321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Beagle, James

Business or Residence Address (Number and Street, City, State, Zip Code)

321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Berkeley Enterprise Partners, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

125 Broad Street, Boston, MA 02110

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Bates, Alan

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Extraprise Group, Inc., 321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Kurz, Mitchell

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Extraprise Group, Inc., 321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

McCullen, Jr., Joseph T.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Bond Trading, 46 Farnsworth Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Koulogeorge, Mark

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Extraprise Group, Inc., 321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

One Liberty Fund III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

150 Cambridge Park Drive, Cambridge, MA 02140

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Bessemer Venture Partners IV L.P. and affiliated partnerships

Business or Residence Address (Number and Street, City, State, Zip Code)

1400 Old Country Road, Suite 407, Westbury, NY 11590

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Commonwealth Capital Ventures, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

20 William Street, Wellesley, MA 02481

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

High Street Partners

Business or Residence Address (Number and Street, City, State, Zip Code)

3 West Cedar Place, Boston, MA 02108

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

ITECH Partners

Business or Residence Address (Number and Street, City, State, Zip Code)

900 Chesapeake Drive, Redwood City, CA 94063

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

BayView Investors, Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

555 California Street, 26th Floor, San Francisco, CA 94104

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Brentwood Associates VIII, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Bldg. 1, Suite 260, Menlo Park, CA 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Weiss, Peck and Greer Venture Associates V

Business or Residence Address (Number and Street, City, State, Zip Code)

555 California Street, Suite 3130, San Francisco, CA 94104

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

MeriTech Capital Partners L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

285 Hamilton Avenue, Suite 200, Palo Alto, CA 94301

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Harris, Chris

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Extraprise Group, Inc., 321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hunt, Andrew

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Extraprise Group, Inc., 321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Sherwin, Jonathan

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Extraprise Group, Inc., 321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Sloneker, Mark

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Extraprise Group, Inc., 321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Tsuchiya, Julie

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Extraprise Group, Inc., 321 Summer Street, Boston, MA 02210

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Candover Investments plc

Business or Residence Address (Number and Street, City, State, Zip Code)

20 Old Bailey, London, England EC4M 7LN

B. INFORMATION ABOUT OFFERING

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$ <u>N/A</u> | |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit?..... | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual)
NONE

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
| <input type="checkbox"/> [IL] | <input type="checkbox"/> [IN] | <input type="checkbox"/> [IA] | <input type="checkbox"/> [KS] | <input type="checkbox"/> [KY] | <input type="checkbox"/> [LA] | <input type="checkbox"/> [ME] | <input type="checkbox"/> [MD] | <input type="checkbox"/> [MA] | <input type="checkbox"/> [MI] | <input type="checkbox"/> [MN] | <input type="checkbox"/> [MS] | <input type="checkbox"/> [MO] |
| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [PA] |
| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [PR] |

Full name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
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| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [PA] |
| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
| <input type="checkbox"/> [IL] | <input type="checkbox"/> [IN] | <input type="checkbox"/> [IA] | <input type="checkbox"/> [KS] | <input type="checkbox"/> [KY] | <input type="checkbox"/> [LA] | <input type="checkbox"/> [ME] | <input type="checkbox"/> [MD] | <input type="checkbox"/> [MA] | <input type="checkbox"/> [MI] | <input type="checkbox"/> [MN] | <input type="checkbox"/> [MS] | <input type="checkbox"/> [MO] |
| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [PA] |
| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

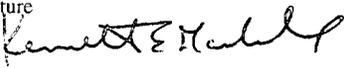
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. \$ 108,750

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): <u>purchase of investor notes</u>	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>108,750</u>
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>108,750</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ <u>108,750</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Extraprise Group, Inc.	Signature 	Date May <u>29</u> , 2002
Name of Signer (Print or Type) Kenneth Marshall	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)